

REDACTED - FOR PUBLIC INSPECTION

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February 28, 2017

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Federal Communications Commission
Office of the Secretary

DOCKET FILE COPY ORIGINAL

Re: *Application of Cellco Partnership d/b/a Verizon Wireless and
SpectrumCo, LLC for Consent to Assign Licenses, WC Docket No. 12-234*

Dear Ms. Dortch:

On behalf of Verizon, the following cover letter and attachments are submitted pursuant to Appendix D to the August 23, 2012 Order (FCC 12-95) approving a series of transactions in WT Docket 12-4. The attached materials contain Highly Confidential Information subject to the Protective Order (DA 13-261) adopted in the above-referenced proceeding.

Pursuant to the terms of the Protective Order, two copies of the Redacted version of the attached filing are being filed with the Office of the Secretary. In addition, one copy of the Highly Confidential version is being delivered to the Office of the Secretary and two copies are being delivered to Christopher Sova of the Wireline Competition Bureau's Competition Policy Division.

Should any questions arise concerning this filing, please do not hesitate to contact the undersigned.

Sincerely,

/s/ Adam D. Krinsky
Adam D. Krinsky
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Attachments

cc: Christopher Sova

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February 28, 2017

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

**Re: *Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo, LLC
for Consent to Assign Licenses, WC Docket No. 12-234***

Dear Ms. Dortch:

In accordance with Appendix D to the Commission's August 23, 2012 Order approving the SpectrumCo *et al.* transaction,¹ and pursuant to the protective order issued in this proceeding,² Verizon³ submits the following required semi-annual reporting.⁴

¹ *Applications of Cellco Partnership d/b/a/ Verizon Wireless and SpectrumCo LLC and Cox TMI, LLC for Consent to Assign AWS-1 Licenses*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, at Appendix D (2012) ("Order").

² *Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo, LLC for Consent to Assign Licenses*, Protective Order, 28 FCC Rcd 1391 (WCB 2013).

³ The Verizon companies participating in this filing are the regulated, wholly owned subsidiaries of Verizon Communications Inc. that provide DSL service (collectively, "Verizon").

⁴ Verizon submits this semi-annual report at the end of the month (and will do the same for future semi-annual reports), contemporaneous with filings in response to the final judgment issued following the Department of Justice review of the transaction.

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Ms. Marlene H. Dortch

February 28, 2017

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The data is organized in Attachments identified by request number and are located on the CD filed with this submission entitled "Attachments to February 28, 2017 Verizon DSL Reporting" and marked HIGHLY CONFIDENTIAL.

The information provided in response to this reporting request was pulled from source, engineering, and billing systems and not from Verizon's financial systems because the financial systems do not provide the requisite level of granularity. However, these varied systems may identify and track data in different ways. We are available at your convenience to answer any questions or to discuss these materials.

Please contact me if you have any questions.

Sincerely,

Ian Dillon